

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	-X	
	)	
In re:	)	Chapter 11
	)	
LEHMAN BROTHERS HOLDINGS INC.	)	Case No. 08-13555 (JMP)
	)	
	)	
	)	
Debtor.	)	(Jointly Administered)
	-X	

**NOTICE OF TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **BREITBURN OPERATING L.P.** ("Transferor")  
515 S. Flower Street, 48<sup>th</sup> floor  
Los Angeles, CA 90071  
Attention: Treasurer  
Telephone: 213-225-5900  
Facsimile: 213-225-5916  
Email: bmcfarland@breitburn.com
  
2. Please take notice that the transfer in the amount of \$4,311,983.00 of your claim against **LEHMAN BROTHERS HOLDINGS INC.**, Case No. 08-13555 (JMP), arising from and relating to Claim No. 8884 (attached in Exhibit A hereto) has been transferred to:

**THE ROYAL BANK OF SCOTLAND PLC** ("Transferee")  
RBS Global Banking & Markets  
600 Washington Blvd.  
Stamford, Connecticut 06901  
Attention: Jon Weiss  
Telephone: 203-618-2430  
Facsimile: 203-302-7820  
Email: jon.weiss@rbs.com

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEEE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEEE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

-----  
**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2005.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**  
**PROOF OF CLAIM**

United States Bankruptcy Court/Southern District of New York  
Lehman Brothers Holdings Claims Processing Center  
c/o Epiq Bankruptcy Solutions, LLC  
FDR Station, P.O. Box 5076  
New York, NY 10150-5076

In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.	Case No. of Debtor 08-13555 (JMP)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

BreitBurn Operating L.P.  
ATTN: Treasurer  
515 S. Flower St., Suite 4800  
Los Angeles CA 90071

Telephone number: 213-225-5900 Email Address: bmcFarland@breitburn.co

Name and address where payment should be sent (if different from above)

Telephone number: Email Address:

1. Amount of Claim as of Date Case Filed: \$ 4,311,983.00

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

☒ Check this box if all or part of your claim is based on a Derivative Contract.\*

☒ Check this box if all or part of your claim is based on a Guarantee.\*

**\*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.**

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

2. Basis for Claim: See "Termination Agreement" attached hereto as Ex. "A" and incorporated by reference. (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_

3a. Debtor may have scheduled account as: \_\_\_\_\_

(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate \_\_\_\_\_ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ \_\_\_\_\_ (See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. **DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.**

If the documents are not available, please explain:

See settlement agreement attached as Exhibit "A" hereto.

Date: 8/20/09 Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Bruce D. McFarland,  
Treasurer

## PROOF OF CLAIM

Filed: USBC - Southern District of New York

Lehman Brothers Holdings Inc., Et Al.

08-13555 (JMP)

0000008884



THIS SPACE IS FOR COURT USE ONLY

# ORIGINAL

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim

Number: \_\_\_\_\_

(If known)

Filed on: \_\_\_\_\_

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_\_).

Amount entitled to priority:

\$ \_\_\_\_\_

FOR COURT USE ONLY

FILED / RECEIVED

AUG 21 2009

EPIQ BANKRUPTCY SOLUTIONS, LLC

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

**EVIDENCE OF TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: BreitBurn Operating L.P.

BreitBurn Operating L.P., a limited partnership organized under the laws of Delaware, with offices located at 515 S. Flower Street, 48th Floor, Los Angeles, CA 90071 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to The Royal Bank of Scotland plc, its successors and assigns, with offices located c/o RBS Global Banking & Markets, 600 Washington Blvd., Stamford, CT 06901 ("Buyer"), all right, title and interest in and to the claims of Seller against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates) in the amount of \$4,311,983.00, docketed as Claim No. 8884 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional sale and assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 21 day of October, 2009.

**BREITBURN OPERATING L.P.**

By: BreitBurn Operating GP, LLC, its general partner

By: 

Name: Randall H. Breitenbach

*Re:* Title: Co-Chief Executive Officer

Tel.: 213-225-5900

**THE ROYAL BANK OF SCOTLAND PLC**

By: RBS Securities Inc., its agent

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Tel.: \_\_\_\_\_

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TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: BreitBurn Operating L.P.

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IN WITNESS WHEREOF, dated as of the 21 day of October, 2009.

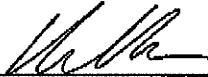
**BREITBURN OPERATING L.P.**

By: BreitBurn Operating GP, LLC, its general partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Tel.: \_\_\_\_\_

**THE ROYAL BANK OF SCOTLAND PLC**

By: RBS Securities Inc., its agent

By:   
Name: **KAREN BREWER**  
Title: **VICE PRESIDENT**  
Tel.: \_\_\_\_\_

**EXHIBIT C**

**Address for Notices:**

**The Royal Bank of Scotland plc**  
RBS Global Banking & Markets  
600 Washington Blvd.  
Stamford, Connecticut 06901  
Attention: Jon Weiss  
Telephone: 203-618-2430  
Facsimile: 203-302-7820  
Email: jon.weiss@rbs.com

**Wire Instructions:**

JPMorgan Chase Bank, New York  
ABA #: 021000021  
Beneficiary: RBSGMP Bank Loans  
A/C#: 0667-08583  
Ref: Lehman LBHI Claims/Breitburn